

19084
RECORDATION NO. 19084

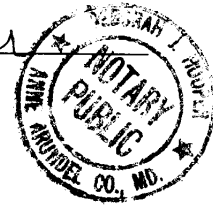
DEC 7 1994 10 20 AM

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY that the attached Bill of Sale is a true and complete copy of said Bill of Sale.

WITNESS my hand and seal this 5th day of December, 1994.

Deborah J. Hooper
Notary Public



My Commission Expires: 7/27/98

19084 - B
RECORDING NO. 19084 - B

BILL OF SALE

DEC 7 1994 - 10 30 AM

INTERSTATE COMMERCE COMMISSION
KNOW ALL MEN BY THESE PRESENTS that NORRAIL, INC., a Minnesota corporation, in consideration of the sum of _____ to the undersigned to be paid by THE FIRST NATIONAL BANK OF MARYLAND pursuant to the terms of the Purchase and Sale Agreement dated December 7, 1994 between NorRail, Inc. and The First National Bank of Maryland, have granted, bargained, sold, conveyed, transferred, and delivered and by these presents do bargain, sell, grant, convey, transfer, and deliver unto The First National Bank of Maryland the railcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto The First National Bank of Maryland, its successors and assigns forever;

And the undersigned does for itself and its successors and assigns covenant and agree with The First National Bank of Maryland to warrant and defend title to the railcars hereby sold unto The First National Bank of Maryland, its successors and assigns against all and every person and persons whomsoever.

And the undersigned does for itself and its successors and assigns warrant and represent to The First National Bank of Maryland that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance except for the leasehold interest of Lauhoff Grain Company, Inc. pursuant to the Railcar Lease Agreement dated as of November 2, 1994 between the undersigned and Lauhoff Grain Company, Inc.

THE RAILCARS SHALL BE SOLD TO THE FIRST NATIONAL BANK OF MARYLAND BY NORRAIL, INC. ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL NORRAIL, INC. BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this 7th day of December, 1994.

ATTEST:

NORRAIL, INC.

John M. Pelinka

By: Russell S. Adams (SEAL)
Name: Russell S. Adams
Title: Vice President - Sales

STATE OF MINNESOTA, COUNTY OF WRIGHT, TO WIT:

I HEREBY CERTIFY, that on this 10th day of November, 1994, before me, the undersigned, a Notary Public of the State of MN, personally appeared Russell S. Adams, who acknowledged himself to be the VP - Sales of NorRail, Inc., a Minnesota corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized of said corporation by signing the name of the corporation by himself as .

AS WITNESS my hand and Notarial Seal.



(SEAL)

Joann M. Pelinka
Notary Public

My Commission Expires:

1/31/2000

SCHEDULE A

DESCRIPTION OF RAILCARS

Fifty (50) ACF-built, 100 ton, 5250 cubic foot, covered hopper cars

Car Numbers and Marks:

NRLX 608	NRLX 642
NRLX 609	NRLX 643
NRLX 610	NRLX 644
NRLX 612	NRLX 645
NRLX 613	NRLX 646
NRLX 614	NRLX 647
NRLX 615	NRLX 648
NRLX 616	NRLX 649
NRLX 618	NRLX 650
NRLX 619	NRLX 651
NRLX 621	NRLX 652
NRLX 622	NRLX 653
NRLX 623	NRLX 654
NRLX 624	NRLX 655
NRLX 625	NRLX 656
NRLX 626	NRLX 657
NRLX 627	NRLX 658
NRLX 629	NRLX 659
NRLX 633	NRLX 660
NRLX 635	NRLX 661
NRLX 637	NRLX 662
NRLX 638	NRLX 663
NRLX 639	NRLX 664
NRLX 640	NRLX 665
NRLX 641	NRLX 666

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